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2007 JAN -3 A 7:26

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

19 December, 2006

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

SUPPL

Dear Sir/Madam

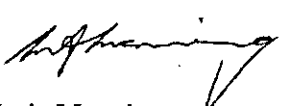
**Re: Billabong International Limited – Information Furnished Pursuant to  
Exchange Act Rule 12g3-2(b)(1)(i) – File No. 82-34921**


On behalf of Billabong International Limited, an Australian corporation (the "Company"), and furnished pursuant to Rule 12g3-2(b)(1) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), enclosed please find copies of certain information that the Company has either recently (i) made public pursuant to the laws of Australia, the country of its domicile, (ii) filed with the Australian Stock Exchange ("ASX") and which was made public by the ASX, and (iii) distributed to its security holders. Such information is described on the list attached to this letter, which list also sets forth when and by whom such information was required to be made public, filed with the exchange or distributed to security holders.

Please stamp the enclosed copy of this letter and return to us in the enclosed self-addressed postage paid envelope.

If you have any questions or require further information, please call the undersigned on +61 7 5589 9805.

Yours faithfully  
**BILLABONG INTERNATIONAL LIMITED**

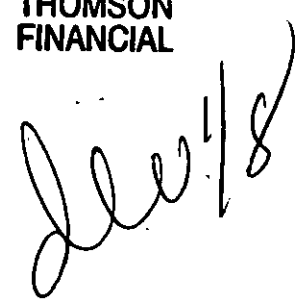
  
**Maria Manning**  
Company Secretary

  
Billabong  
International  
Limited  
ABN 11 084 923 946  
1 Billabong Place  
Burlington Heads QLD 4220  
Australia  
PO Box 283  
Burlington Heads QLD 4220  
Australia  
Tel: +61 7 5589 9899  
Fax: +61 7 5589 9854  
www.billabongcorporate.com

PROCESSED

JAN 09 2007E

THOMSON  
FINANCIAL



**BILLABONG INTERNATIONAL LIMITED (BBG)**

<b>DOCUMENTS / INFORMATION SUBMITTED</b>	<b>Date</b>	<b>Required By</b>
Appendix 3B – New Issue Announcement (Exercise of Options)	29/11/2006	ASX
Form 484 – Change to Company Details (Issue of shares)	29/11/2006	ASIC
Appendix 3B – New Issue Announcement (Exercise of Options)	24/11/2006	ASX
Appendix 3Y – Change of Director's Interest Notice – P. Naude	24/11/2006	ASX
Completion of Amazon Acquisition	21/11/2006	ASX
Appendix 3B – New Issue Announcement (Exercise of Options)	13/11/2006	ASX
Form 484 – Change to Company Details (Issue of shares)	13/11/2006	ASIC
Billabong Retail Acquisition - Amazon, New Zealand	06/11/2006	ASX



**Billabong  
International  
Limited**

ABN 17 084 923 946

1 Billabong Place  
Burleigh Heads Q 4220  
Australia  
P O Box 283  
Burleigh Heads Q 4220  
Australia

Tel: +61 7 5589 9899  
Fax: +61 7 5589 9654

**MEDIA RELEASE**

**Billabong International Limited purchases New Zealand retailer**

**Gold Coast, 6 November 2006:** Billabong International Limited today announced it had agreed to purchase the 19-store Amazon surf retail chain in New Zealand.

Amazon is New Zealand's largest surf retailer, with 12 stores located in regional shopping malls and 7 in strip retail locations across the north and south islands.

Billabong International Limited chief executive officer Derek O'Neill said the purchase gave the company a strategic investment in a key regional market.

"The New Zealand surf retail landscape is quite fragmented so the purchase of Amazon represented a one-off opportunity to build a significant retail presence in the region," said Mr O'Neill.

"We have been a major client of Amazon's for many years and, as part of the purchase, the business will continue to operate under the ongoing management of founder Steve Alach."

Mr O'Neill said Amazon stocked some of the company's brands among a very wide variety of domestic and international labels.

"We plan to retain the business as a multi-branded operation but there are opportunities to introduce several more of our own brands into the chain," he said.

The purchase was expected to be slightly earnings per share positive in the year ending 30 June 2007.

Amazon was founded in 1990 and comprises eight stores in Auckland, four in Wellington, five in Christchurch and one in each of Queenstown and Dunedin.

The acquisition is subject to several standard conditions precedent, including completion of due diligence.

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CORPORATE FINANCE



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**ABN 17 084 923 946**

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Burleigh Heads Q 4220  
Australia  
P O Box 283  
Burleigh Heads Q 4220  
Australia

Tel: +61 7 5589 9899  
Fax: +61 7 5589 9654

## **MEDIA RELEASE**

### **Billabong International Limited completes Amazon acquisition**

**Gold Coast, 21 November 2006:** Billabong International Limited today announced it has completed the purchase of the Amazon retail business in New Zealand. The purchase was announced on 6 November 2006 and was subject to several conditions precedent. All conditions have now been satisfied.

∞

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

BILLABONG INTERNATIONAL LIMITED

ABN

17 084 923 946

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Ordinary Shares                              |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 43,002                                       |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Identical to existing quoted ordinary shares |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

4	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?	Yes						
	If the additional securities do not rank equally, please state: <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>							
5	Issue price or consideration	1,500 @ \$9.39 per share 41,502 @ \$8.10 per share						
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Shares issued on exercise of options granted to executives pursuant to the Billabong Executive Incentive Option Plan.						
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	13 November 2006						
8	Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>*Class</th></tr><tr><td>207,258,715</td><td>Ordinary</td></tr></table>	Number	*Class	207,258,715	Ordinary		
Number	*Class							
207,258,715	Ordinary							
	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><td>16,172</td><td>Options expiring 28 February 2007 exercisable at \$9.39 (BBGAQ)</td></tr><tr><td>137,836</td><td>Options expiring 23 August 2007 exercisable at \$8.10 (BBGAS)</td></tr><tr><td>7,049</td><td>Options expiring 10 August 2007 exercisable at \$6.32 (BBGAW)</td></tr></table>	16,172	Options expiring 28 February 2007 exercisable at \$9.39 (BBGAQ)	137,836	Options expiring 23 August 2007 exercisable at \$8.10 (BBGAS)	7,049	Options expiring 10 August 2007 exercisable at \$6.32 (BBGAW)
16,172	Options expiring 28 February 2007 exercisable at \$9.39 (BBGAQ)							
137,836	Options expiring 23 August 2007 exercisable at \$8.10 (BBGAS)							
7,049	Options expiring 10 August 2007 exercisable at \$6.32 (BBGAW)							

+ See chapter 19 for defined terms.

	21,273	Options expiring 10 August 2008 exercisable at \$7.99 (BBGAX)
	23,741	Options expiring 10 August 2009 exercisable at \$13.69 (BBGAY)
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Identical to existing quoted ordinary shares	

## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the *securities will be offered	N/A
14 *Class of *securities to which the offer relates	N/A
15 *Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	N/A
18 Names of countries in which the entity has *security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19 Closing date for receipt of acceptances or renunciations	N/A
20 Names of any underwriters	N/A

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	N/A
25	If the issue is contingent on *security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Despatch date	N/A

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+ See chapter 19 for defined terms.



### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders

36 ☐ If the \*securities are \*equity securities, a distribution schedule of the additional \*securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional \*securities

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New Issue announcement**

**Entities that have ticked box 34(b)**

38	Number of securities for which *quotation is sought	N/A	
39	Class of *securities for which quotation is sought	N/A	
40	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?  If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A	
41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another security, clearly identify that other security)	N/A	
42	Number and *class of all *securities quoted on ASX (including the securities in clause 38)	Number	*Class
		N/A	

+ See chapter 19 for defined terms.

**Quotation agreement**

1     \*Quotation of our additional \*securities is in ASX's absolute discretion. ASX may quote the \*securities on any conditions it decides.

2     We warrant the following to ASX.

- The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those \*securities should not be granted \*quotation.
- An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
- If we are a trust, we warrant that no person has the right to return the \*securities to be quoted under section 1019B of the Corporations Act at the time that we request that the \*securities be quoted.

3     We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4     We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before \*quotation of the \*securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:       MARIA MANNING  
                  (Company Secretary)

Date: 13 November 2006

Print name:      MARIA MANNING

=====

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+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

BILLABONG INTERNATIONAL LIMITED

ABN

17 084 923 946

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Ordinary Shares                              |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 37,170                                       |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Identical to existing quoted ordinary shares |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

- 4 Do the \*securities rank equally in all respects from the date of allotment with an existing \*class of quoted \*securities?

Yes

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

- 5 Issue price or consideration

8,836 @ \$9.39 per share  
 28,334 @ \$8.10 per share

- 6 Purpose of the issue  
 (If issued as consideration for the acquisition of assets, clearly identify those assets)

Shares issued on exercise of options granted to executives pursuant to the Billabong Executive Incentive Option Plan.

- 7 Dates of entering \*securities into uncertificated holdings or despatch of certificates

24 November 2006

- 8 Number and \*class of all \*securities quoted on ASX (including the securities in clause 2 if applicable)

**Number**

**\*Class**

207,295,885

Ordinary

Number and \*class of all \*securities not quoted on ASX (including the securities in clause 2 if applicable)

7,336

Options expiring 28 February 2007 exercisable at \$9.39 (BBGAQ)

109,502

Options expiring 23 August 2007 exercisable at \$8.10 (BBGAS)

7,049

Options expiring 10 August 2007 exercisable at \$6.32 (BBGAW)

+ See chapter 19 for defined terms.

	21,273	Options expiring 10 August 2008 exercisable at \$7.99 (BBGAX)
	23,741	Options expiring 10 August 2009 exercisable at \$13.69 (BBGAY)
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Identical to existing quoted ordinary shares	

## Part 2 - Bonus issue or pro rata issue

- |    |   |     |
|----|---|-----|
| 11 | Is security holder approval required?   | N/A |
| 12 | Is the issue renounceable or non-renounceable?  | N/A |
| 13 | Ratio in which the *securities will be offered  | N/A |
| 14 | *Class of *securities to which the offer relates  | N/A |
| 15 | *Record date to determine entitlements  | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  | N/A |
| 17 | Policy for deciding entitlements in relation to fractions   | N/A |
| 18 | Names of countries in which the entity has *security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | N/A |
| 19 | Closing date for receipt of acceptances or renunciations  | N/A |
| 20 | Names of any underwriters   | N/A |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	N/A
25	If the issue is contingent on *security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Despatch date	N/A

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+ See chapter 19 for defined terms.

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders

36 ☐ If the \*securities are \*equity securities, a distribution schedule of the additional \*securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional \*securities

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+ See chapter 19 for defined terms.



**Appendix 3B**  
**New issue announcement**

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**Entities that have ticked box 34(b)**

- 38 Number of securities for which  
+quotation is sought

N/A

- 39 Class of +securities for which  
quotation is sought

N/A

- 40 Do the +securities rank equally in all  
respects from the date of allotment  
with an existing +class of quoted  
+securities?

N/A

If the additional securities do not  
rank equally, please state:

- the date from which they do
- the extent to which they  
participate for the next dividend,  
(in the case of a trust,  
distribution) or interest payment
- the extent to which they do not  
rank equally, other than in  
relation to the next dividend,  
distribution or interest payment

- 41 Reason for request for quotation  
now

N/A

Example: In the case of restricted securities, end of  
restriction period

(if issued upon conversion of  
another security, clearly identify that  
other security)

- 42 Number and +class of all +securities  
quoted on ASX (including the  
securities in clause 38)

Number	+Class
N/A	

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+ See chapter 19 for defined terms.

**Quotation agreement**

1     \*Quotation of our additional \*securities is in ASX's absolute discretion. ASX may quote the \*securities on any conditions it decides.

2     We warrant the following to ASX.

- The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those \*securities should not be granted \*quotation.
- An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
- If we are a trust, we warrant that no person has the right to return the \*securities to be quoted under section 1019B of the Corporations Act at the time that we request that the \*securities be quoted.

3     We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4     We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before \*quotation of the \*securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:       MARIA MANNING  
                    (Company Secretary)

Date: 24 November 2006

Print name:       MARIA MANNING

=====

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+ See chapter 19 for defined terms.

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	<b>BILLABONG INTERNATIONAL LIMITED</b>
<b>ABN</b>	<b>17 084 923 946</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Paul Naude
<b>Date of last notice</b>	27 October 2006

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct														
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>															
<b>Date of change</b>	24 November 2006														
<b>No. of securities held prior to change</b>	<table> <tr> <td>1,847,845</td><td>(Paul Naude)</td></tr> <tr> <td>65,000</td><td>(Paul Naude – shares will vest after the three year performance period end date of 30 June 2007, provided the performance hurdles have been met)</td></tr> <tr> <td>45,496</td><td>(Paul Naude – shares will vest after the three year performance period end date of 30 June 2008, provided the performance hurdles have been met)</td></tr> <tr> <td>41,917</td><td>(Paul Naude – shares will vest after the three year performance period end date of 30 June 2009, provided the performance hurdles have been met).</td></tr> <tr> <td><b>2,000,258</b></td><td><b>TOTAL FULLY PAID ORDINARY SHARES</b></td></tr> <tr> <td>8,334</td><td>Share Options* issued 23/8/2002, exercisable at \$8.10 and expiring 23/8/2007.</td></tr> <tr> <td><b>8,334</b></td><td><b>TOTAL SHARE OPTIONS</b></td></tr> </table> <p>*Share Options are exercisable in 3 equal tranches commencing 2 years, 3 years and 4 years after the contract issue date.</p>	1,847,845	(Paul Naude)	65,000	(Paul Naude – shares will vest after the three year performance period end date of 30 June 2007, provided the performance hurdles have been met)	45,496	(Paul Naude – shares will vest after the three year performance period end date of 30 June 2008, provided the performance hurdles have been met)	41,917	(Paul Naude – shares will vest after the three year performance period end date of 30 June 2009, provided the performance hurdles have been met).	<b>2,000,258</b>	<b>TOTAL FULLY PAID ORDINARY SHARES</b>	8,334	Share Options* issued 23/8/2002, exercisable at \$8.10 and expiring 23/8/2007.	<b>8,334</b>	<b>TOTAL SHARE OPTIONS</b>
1,847,845	(Paul Naude)														
65,000	(Paul Naude – shares will vest after the three year performance period end date of 30 June 2007, provided the performance hurdles have been met)														
45,496	(Paul Naude – shares will vest after the three year performance period end date of 30 June 2008, provided the performance hurdles have been met)														
41,917	(Paul Naude – shares will vest after the three year performance period end date of 30 June 2009, provided the performance hurdles have been met).														
<b>2,000,258</b>	<b>TOTAL FULLY PAID ORDINARY SHARES</b>														
8,334	Share Options* issued 23/8/2002, exercisable at \$8.10 and expiring 23/8/2007.														
<b>8,334</b>	<b>TOTAL SHARE OPTIONS</b>														

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>Class</b>	Fully paid ordinary listed shares
<b>Number acquired</b>	8,334
<b>Number disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	NIL
<b>No. of securities held after change</b>	1,856,179 (Paul Naude) 65,000 (Paul Naude – shares will vest after the three year performance period end date of 30 June 2007, provided the performance hurdles have been met) 45,496 (Paul Naude – shares will vest after the three year performance period end date of 30 June 2008, provided the performance hurdles have been met) 41,917 (Paul Naude – shares will vest after the three year performance period end date of 30 June 2009, provided the performance hurdles have been met) <b>2,008,592 TOTAL FULLY PAID ORDINARY SHARES</b>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Shares issued on the exercise of executive share options.

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	NIL
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

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+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

BILLABONG INTERNATIONAL LIMITED

ABN

17 084 923 946

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Ordinary Shares                              |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 7,336  |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Identical to existing quoted ordinary shares |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<p>4 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>	
<p>5 Issue price or consideration</p>	<p>7,336 @ \$9.39 per share</p>	
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Shares issued on exercise of options granted to executives pursuant to the Billabong Executive Incentive Option Plan.</p>	
<p>7 Dates of entering *securities into uncertificated holdings or despatch of certificates</p>	<p>29 November 2006</p>	
<p>8 Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<p><b>Number</b></p> <p>207,303,221</p>	<p><b>*Class</b></p> <p>Ordinary</p>
<p>Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<p>NIL</p> <p>109,502</p> <p>7,049</p>	<p>Options expiring 28 February 2007 exercisable at \$9.39 (BBGAQ)</p> <p>Options expiring 23 August 2007 exercisable at \$8.10 (BBGAS)</p> <p>Options expiring 10 August 2007 exercisable at \$6.32 (BBGAW)</p>

+ See chapter 19 for defined terms.

	21,273	Options expiring 10 August 2008 exercisable at \$7.99 (BBGAX)
	23,741	Options expiring 10 August 2009 exercisable at \$13.69 (BBGAY)
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Identical to existing quoted ordinary shares	

## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the *securities will be offered	N/A
14 *Class of *securities to which the offer relates	N/A
15 *Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	N/A
18 Names of countries in which the entity has *security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19 Closing date for receipt of acceptances or renunciations	N/A
20 Names of any underwriters	N/A

+ See chapter 19 for defined terms.



**Appendix 3B**  
**New issue announcement**

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21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	N/A
25	If the issue is contingent on *security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Despatch date	N/A

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+ See chapter 19 for defined terms.

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by those holders

36 ☐ If the \*securities are \*equity securities, a distribution schedule of the additional \*securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional \*securities

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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**Entities that have ticked box 34(b)**

38	Number of securities for which *quotation is sought	N/A	
39	Class of *securities for which quotation is sought	N/A	
40	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?  If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A	
41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another security, clearly identify that other security)	N/A	
42	Number and *class of all *securities quoted on ASX (including the securities in clause 38)	Number	*Class
		N/A	

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+ See chapter 19 for defined terms.

**Quotation agreement**

1     +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2     We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3     We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4     We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:       MARIA MANNING  
                  (Company Secretary)

Date: 29 November 2006

Print name:     MARIA MANNING

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+ See chapter 19 for defined terms.